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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

north american funding & services, l.l.c.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 5, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: NORTH AMERICAN FUNDING & SERVICES, L.L.C.
REF: W99000025575

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit information be sure to leave the signature of the member,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000028119
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION OF
NORTH AMERICAN FUNDING & SERVICES, L.L.C.**

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TALLAHASSEE, FLORIDA

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be NORTH AMERICAN FUNDING & SERVICES, L.L.C., and its principal office, mailing address is 14025 S. Tamiami Trail, Fort Myers, Florida 33912 and street address is 14025 S. Tamiami Trail, Fort Myers, Florida 33912, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, including a sales finance company.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state.

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government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either along or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

The Regulations may establish one or more classes or groups of one or more members having the relative rights power and duties, including voting rights, and may provide for the future creation of additional classes or groups of members having the relative rights powers and duties, expressed either in the Regulations or at the time of creation of such classes or groups of Members. The rights, powers or duties of a class or group of members may be senior to those of one or more existing classes or groups of members.

Cumulative voting in the election of managers is expressly prohibited.

Except as expressly provided in the Regulations, no member shall by reason of holding a unit or other membership interest in the company have a pre-emptive, preferential or other right to acquire any additional or greater membership interest in the company or any right to subscribe to or acquire any additional or greater membership interest in the company (or any security of the company convertible into or carrying such a right).

Management & Members: The management of the company is reserved to the members and the managing members names and addresses are as follows: MICHAEL T. CHURICHELLO of 14025 S. Tamiami Trail, Fort Myers, Florida 33912.

ARTICLE V

CAPITAL CONTRIBUTIONS; ADDITIONAL FUNDS & CAPITAL ACCOUNTS

Initial Capital Contributions.

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- (a) Upon execution of this Agreement, each Member shall contribute to the capital of the Company cash in the amount set forth opposite his/her name under the heading "Initial Capital Contributions" on Exhibit A, there shall be no Exhibit "B", therefore no property in-kind shall be transferred into the company at the time of organization.

Additional Funds and Capital Contributions.

- (a) In addition to the initial capital contributions required and set forth above, each Member shall contribute an aggregate of NONE dollars (\$n/a) to the capital of the Company as follows:
- (b) If, at any time or from time to time, additional funds are necessary to pay the debts and obligations or to maintain the financial integrity of the Company, the (Members/Managers) shall, in the name and on behalf of the Company, use their best efforts to borrow such funds from commercial banks, lending institutions and/or other persons, including any Member. If the (Members/Managers) are not able to borrow such funds on reasonably acceptable terms and conditions, the (Members/Managers) shall (contribute to the capital of) (loan to) the company cash in amounts proportionate to their respective Members' Percentages (or as otherwise agreed) within fifteen (15) days after the date of notice from the (Members/Managers) requesting such additional (contributions)(loans).

Limitation on Additional Contributions, Loans, etc.. Except as expressly provided in these articles and agreed to in writing by a Member, no Member shall be required to make any loan, advance or contribution to the capital of the Company.

Return of Capital: Interest on Capital. No Members shall have any right to require or demand the return of or withdraw all or any part of his/her capital contributions or to receive interest with respect thereto.

Non-Cash Distributions. Except as expressly provided in these articles, no Member shall have the right to demand or receive property other than cash as a distribution or otherwise from the Company.

Delinquency in Making Contributions. If a Member (a "Delinquent Member") fails to make any capital contribution, advance or loan in the manner and at the time required by these articles, then, until such failure is cured, such Member shall have no right to participate in the management, operation (or profits) of the Company and a Majority in Interest of the other Members may elect to pursue any legal or equitable remedies against the Delinquent Member including, but not limited to, causing the Company to redeem the interest of the Delinquent Member for an amount equal to the amount of cash that the Delinquent Member would have received if the assets of the Company were sold for fifty percent (50%) of their fair market value as determined by the other Members and the proceeds of such sale were distributed following the allocation of net income and net loss.

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ARTICLE VI

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

MICHAEL T. CHIRICHELLO - 100%

The distributive share of the profits shall be determined and paid to the members each year as soon as possible after December 31 which date shall be determined yearly by the limited liability company's accountant.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

MICHAEL T. CHIRICHELLO - 100%

ARTICLE VII

DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 14025 S. Tamiami Trail, City of Fort Myers, County of Lee, State of Florida 33912, and the name of the company's initial registered agent at that address is MICHAEL T. CHIRICHELLO.

ARTICLE IX

The Regulations may provide that any action required or permitted to be taken at a meeting of members may be taken without a meeting if a written consent thereto shall be signed by members

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entitled to vote thereon having not less than the minimum number of votes that would be necessary to take such action at a meeting.

ARTICLE X

The power to adopt, alter, amend or repeal the Regulations of the company shall be vested in the manager or managers of the company, subject to any power expressly vested by the Regulations in the members to adopt, alter, amend or repeal the Regulations.

ARTICLE XI

The Articles of Organization may be amended from time to time as provided by the Regulations.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of NORTH AMERICAN FUNDING & SERVICES, L.L.C..

Executed by the undersigned at Cape Coral, Lee County, Florida on November 4, 1999.



MICHAEL T. CHIRICHELO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A
to the Articles of Organization and Regulations

\$100.00

MEMBERS, INITIAL CAPITAL CONTRIBUTIONS, MEMBERS' PERCENTAGES

<u>Names & Addresses of Members</u>	<u>Initial Capital Contribution</u>	<u>Members' Percentages</u>
MICHAEL T. CHIRICHELLO	\$100.00	100

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EXHIBIT B
to the Articles of Organization and Regulations of

NONE

Description of the Contributed Property

NONE

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF LEE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is NORTH AMERICAN FUNDING & SERVICES, L.L.C..


The name of the registered agent for NORTH AMERICAN FUNDING & SERVICES, L.L.C. is MICHAEL T. CHIRICHELLO and the street address of the company's principal office where the agent is located is 14025 S. Tamiami Trail, Fort Myers, Florida 33912.

This statement is to acknowledge that, as indicated above, NORTH AMERICAN FUNDING & SERVICES, L.L.C. has appointed me, MICHAEL T. CHIRICHELLO as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 4, 1999.


MICHAEL T. CHIRICHELLO

The foregoing instrument was acknowledged before me this 4th day of November, 1999 by MICHAEL T. CHIRICHELLO, agent on behalf of NORTH AMERICAN FUNDING & SERVICES, L.L.C., a limited liability company. He is personally known to me or has produced His In Direct Course as identification.


NOTARY PUBLIC

My Commission Expires:

M. Daniel Sasso
(Printed Name of Notary Public)

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M. Daniel Sasso.
MY COMMISSION # CG634917 EXPIRES
May 12, 2001
BONDED THRU TROY FARM INSURANCE, INC

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Michael T. Chirichello
MICHAEL T. CHIRICHELO, Member

The foregoing instrument was acknowledged before me this 4th day of November, 1999, by MICHAEL T. CHIRICHELO, member on behalf of NORTH AMERICAN FUNDING & SERVICES, L.L.C., a limited liability company. He is personally known to me or has produced His Driver's License as identification.

M. Daniel Sasso
NOTARY PUBLIC
M. DANIEL SASSO
(Printed Name of Notary Public)

(Exhibits Attached)



M. Daniel Sasso
MY COMMISSION # C0634917 EXPIRES
May 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A
to the Articles of Organization and Regulations

\$100.00

MEMBERS, INITIAL CAPITAL CONTRIBUTIONS, MEMBERS' PERCENTAGES

<u>Names & Addresses of Members</u>	<u>Initial Capital Contribution</u>	<u>Members' Percentages</u>
MICHAEL T. CHIRICHELLO	\$100.00	100

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EXHIBIT B
to the Articles of Organization and Regulations of

NONE

Description of the Contributed Property

NONE

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